

ALBERTA INFRASTRUCTURE REQUEST FOR QUALIFICATIONS

FOR THE
DESIGN, BUILD, FINANCE, AND MAINTENANCE
OF
THREE NEW SCHOOLS IN EDMONTON AND
SEVEN NEW SCHOOLS IN THE CALGARY REGION

Information Meeting: 1:30 p.m. (Edmonton time), Thursday
May 7, 2009 Leduc Alberta, Canada

Response Deadline: Tuesday, June 9, 2009 before 2:00 p.m. (Edmonton time)

**Government
of Alberta ■**
Infrastructure

Date of Issuance: May 1, 2009

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Exhibit "A" (articles 1.1 and 2.1 – School sites)

1 INTRODUCTION

1.1 *Summary of the Business Opportunity*

Alberta Infrastructure (“**INFRA**”) has received Government of Alberta approval to proceed with the procurement of the design, build, finance and Maintenance (“**DBFM**”) of three new schools in Edmonton and seven new schools in the Calgary region (the “**ASAP II Project**”).

The ASAP II Project is a top priority for INFRA and will build upon the successes enjoyed in the Alberta Schools Alternative Procurement that closed on September 12, 2008 (“**ASAP I Project**”). As in the ASAP I Project, INFRA has formed the ASAP II Project team, which includes representatives from INFRA, Alberta Education, Alberta Justice, Ministry of Treasury Board and Alberta Finance, to manage the procurement of the ASAP II Project on behalf of the Government of Alberta.

Eight of the schools to be built as part of the ASAP II Project will be situated in either Edmonton or Calgary (approximately 300 kilometers apart). The remaining two schools of the ASAP II Project will be located in the Town of Okotoks and the Municipal District of Rocky View No. 44 (Langdon); both are considered commuting regions of Calgary. These 10 new schools will open for school board use in 2012.

The new schools will be built to provincial standards and will be based upon modified standard core school designs. The permanent core building with the essential elements of a school will be complemented by high performance modular classrooms that can be added or removed as required. The schools will be built to Leadership in Energy and Environmental Design (LEED™) Silver standards.

The proposed capital investment in the ASAP II Project schools supports the Government of Alberta’s long-term vision for lifelong learning and managing growth pressures. It will also support the Business Plans of Alberta Education and Alberta Infrastructure.

In addition to the design and construction, the ASAP II Project will also include Maintenance and Renewal (“**M&R**”) over a 30-year period and a financing component. Ownership of the ASAP II Project schools will remain with the school boards and/or the municipalities, as applicable.

The following will remain the responsibilities of the school boards:

- Education services for students;
- Custodial services including day-to-day monitoring of boilers, and scheduling of heating and ventilation; and
- Supply, installation, maintenance and replacement of furniture and equipment.

Access to and use of the new schools will be managed by the school boards in the same manner as existing schools.

The specific school programs and sites were determined in consultation with:

- (a) The Board of Trustees of Edmonton School District No. 7 (“Edmonton Public Schools” or “EPSB”);
- (b) The Calgary Board of Education (“CBE”);
- (c) The Board of Trustees of Calgary Roman Catholic Separate School District No. 1 (“Calgary Catholic School District” or “CSSD”);
- (d) The Board of Trustees of Foothills School Division No. 38 (“Foothills” or “FSD”); and
- (e) The Board of Trustees of Rocky View School Division No. 41 (“Rocky View” or “RVSD”).

The locations of the ASAP II Project schools are set out in Exhibit “A”, below. The ASAP II Project is described in more detail in article 2 of this Request for Qualifications (“**RFQ**”).

The ASAP II Project will be procured as a DBFM. INFRA intends that the RFQ phase of the procurement will be followed by a Request for Proposals (“**RFP**”) which will culminate in the signing of a DBFM Agreement, assuming competitive and affordable Proposals are received in response to the RFP. The procurement process and the DBFM Agreement will be based in large measure upon the successful processes and DBFM Agreement realized in the ASAP I Project.

The DBFM Agreement for the ASAP II Project will award to the Successful Proponent responsibility to design, construct and finance the ASAP II Project, and to maintain it for a term of 30 years following scheduled completion of the schools. Following completion of the schools, the Successful Proponent will receive monthly payments (as described in more detail in article 2.5, below) for the Term of the DBFM Agreement based on availability of the schools and compliance with the performance specifications.

The DBFM delivery model is anticipated to yield a number of long term outcomes:

- Construction of schools in locations where students live;
- Support for Alberta Education’s “Class Size Initiative”;
- Cost certainty over the life cycle of the schools;
- Reduction in delivery timeframe and dedicated public sector resources necessary for the provision of schools;
- Effective 30-year ‘warranty’ period for school facilities;
- Equity of school facilities within the province;
- High quality, LEED™ certified buildings (Silver Standard); and
- Provision of an innovative, repeatable, transparent and accountable process for school facility project delivery.

INFRA anticipates providing partial funding for the ASAP II Project in an amount of approximately 50% of the Successful Proponent’s capital cost of the ASAP II Project. The Government of Alberta is currently considering the appropriate amount of partial funding, the method of calculating the payment of such partial funding and the appropriate timing for payment of such partial funding. The final decisions on these points will be incorporated into the final draft of the DBFM Agreement issued to the Proponents prior to the RFP’s SR Package 3 Submission deadline as set out in the Project Schedule in

article 2.9, below. The Successful Proponent will supply financing for the balance of the capital costs of the ASAP II Project.

INFRA intends that the RFP will be issued and conducted in accordance with the schedule set out in the ASAP II Project Schedule in article 2.9, below.

The deadline for submitting a Response to this RFQ is set out in article 1.4, below.

1.2 *Financing Ideas Response*

The Government of Alberta is reviewing its past documentation and processes in light of the current financial market situation with a view toward making improvements aimed at optimizing the successful procurement of the ASAP II Project.

To assist in the furtherance of this goal, Registered Parties, at their option, may submit to the Designated Representative, as identified in article 1.7, below, written suggestions with respect to improving the “marketability” of the ASAP II Project to potential lenders.

Interested Registered Parties are encouraged to identify potential opportunities for improvement as well as to identify any potential financing challenges arising from the RFP process or documentation described in this RFQ. Additionally, interested Registered Parties are encouraged to suggest solutions to those potential financing challenges that would improve the likelihood of the Proponents, generally, attracting and securing financing necessary to fund the ASAP II Project at a cost that would benefit the Province of Alberta.

In support of any suggestion submitted by a Registered Party pursuant to this article, the Registered Party is encouraged to identify and analyze the anticipated impacts, both positive and negative, upon:

- a) the ASAP II Project Schedule (both for the procurement and in relation to the expected delivery date for the ASAP II Project); b) the ASAP II Project process; or c) the ASAP II Project documentation, as the case dictates.

Such suggestions ought not to exceed 7 pages in length and are not to be considered confidential in nature so as to allow the Government of Alberta to assess the appropriateness of their use at the RFP stage of the procurement of the ASAP II Project for the benefit of all potential Proponents to the RFP. Suggestions received from Registered Parties are for information purposes only and **will not** be taken into consideration during the evaluation of Responses pursuant to article 8 of the RFQ. INFRA reserves the right to accept or implement, with or without INFRA’s modification or clarification, or reject any or all suggestions received pursuant to this article.

Suggestions submitted in response to this article must be by a letter (which may be by e-mail attachment in PDF form) to the Designated Representative, as identified in article 1.7, before 2:00 p.m. (Edmonton time) on **Thursday, May 21, 2009** and must be identified as “**Alberta Schools Alternative Procurement II 2009, Financing Ideas Response**”.

1.3 *Objectives of this RFQ*

This RFQ is the first stage in the DBFM procurement process. The purpose of this RFQ is:

- to confirm sufficient interest among private sector participants to proceed effectively with the DBFM procurement process; and
- to identify three teams (each, a “**Consortium**”) of qualified private sector participants for participation in the RFP phase of the DBFM procurement process.

The objectives of INFRA for the ASAP II Project and the DBFM procurement process are:

- to expeditiously complete the procurement process;
- to complete construction of the ASAP II Project so that all schools achieve “Availability” (as will be defined in the DBFM Agreement) in 2012;
- to achieve “value for money” over the life of the ASAP II Project, i.e., during the design-build phase and for a 30-year period thereafter (the “Term”);
- to ensure that the ASAP II Project is designed, built and maintained in an environmentally sound manner and in a manner that ensures the health and safety of students and other school users; and
- to ensure that the school infrastructure meets specified quality requirements when it is “handed back” to the school boards at the end of the Term.

Accordingly, the principal objective of this RFQ is to identify, from among Consortia responding to this RFQ (the “**Respondents**”), the three Respondents (“**Proponents**”) who INFRA considers are most qualified to further the above objectives for the ASAP II Project and to participate in the remainder of the ASAP II Project procurement process. Specifically, by this RFQ process INFRA intends to identify the three Respondents who, in INFRA’s assessment, are most likely to:

- engage in the procurement process through to final bids;
- submit highly competitive final bids that will achieve value for money for the ASAP II Project;
- achieve financial close in a timely manner; and
- if selected as the Successful Proponent, design, build and maintain the schools effectively and efficiently, in a manner that is financially and environmentally sound, and appropriately protects the health and safety of students and other school users.

INFRA believes that assessment of the Respondents' respective ability to satisfy the above criteria and to meet the above objectives turns on four key questions:

- **Who are you?** -- Who are the key business entities ("**Team Members**") on your team, and who are the individuals ("**Key Individuals**") that will play a lead role on behalf of those Team Members? Article 4 of this RFQ addresses this key question.
- **What have you done?** -- What pertinent experience, knowledge and skills do your Team Members and their Key Individuals have? Article 5 of this RFQ addresses this key question.
- **What is your approach?** -- How do you plan to structure your Consortium and your approach to each of the project lead role, design-build, the Maintenance and Renewal, and the financing of the ASAP II Project? Article 6 of this RFQ addresses this key question.
- **What is your advantage?** -- What are your significant advantages, whether of experience, organization, methodology or innovation, that suggest a relatively high probability that your Consortium will be able to deliver the winning bid and thereafter successfully carry out the ASAP II Project through to the end of the Term? Article 7 of this RFQ addresses this key question.

1.4 Instructions to Interested Parties

Registration

All interested parties requesting an RFQ information package are required to register with INFRA through:

Bouvana Sai
ASAP II Project Office
Main Floor, Infrastructure Building
6950 – 113 Street
Edmonton, Alberta, Canada
T6H 5V7
Email: Bouvana.sai@gov.ab.ca
Phone: (780) 644-8400
Fax: (780) 644-6402

Only Registered Parties will be entitled to have access to the electronic information SharePoint Server site (see article 1.10) that could prove useful in both gaining a more fulsome understanding of the ASAP ii Project and in preparing a Response to this RFQ.

Submission of Responses

Responses by Respondents to this RFQ must:

- be in the format described in article 1.5 of this RFQ;
- clearly identify the Response package as relating to “**Alberta Schools Alternative Procurement II 2009, Request for Qualifications**”; and
- be addressed to the attention of and physically delivered to the address set out below before 2:00 p.m. Edmonton time on **Tuesday, June 9, 2009**.

Attention: Office of the Tender Administrator
Location: Alberta Infrastructure
Main Floor, Infrastructure Building
6950 – 113 Street
Edmonton, Alberta, Canada
T6H 5V7

Responses submitted by Respondents by fax or e-mail are not acceptable and will not be considered or evaluated.

All Responses become the property of INFRA upon their submission and will not be returned.

1.5 *Format of Response*

Your Response must:

- be entirely in the English language;
- consist of all of the information required by this RFQ including, but not limited to, those requirements set out in article 3.2 and articles 4, 5, 6 and 7;
- include one electronic copy (in PDF format with permission to copy and print) and six original hard copies printed from the electronic copy so as to reduce the likelihood of conflict between the forms of the Response; and
- in furtherance of confidentiality, include in a **SEPARATE SEALED ENVELOPE MARKED “CONFIDENTIAL FINANCIAL INFORMATION”** one original hard copy of all financial statements, annual reports, bank references and alternative information indicated in article 4.1 that are part of the Response.

In the event of a discrepancy between the electronic and hard copy forms of any Respondent’s Response, INFRA will exercise its discretion to determine which form will be used for evaluation purposes.

1.6 Addenda to this RFQ

INFRA may make modifications to this RFQ, including but not limited to extending the RFQ closing time, by issuing addenda. Hard copy recipients of the RFQ from the 'Office of the Tender Administrator' as set out in article 1.4, above, will receive RFQ addenda via fax or courier. Prospective Respondents who access the RFQ via the Alberta Purchasing Connection ("**APC**") website will receive an e-mail notification of any addenda posted to APC. Such addenda will amend and form part of the RFQ. It is the responsibility of the Respondent to ensure that the Respondent's Response is in accordance with all addenda to the RFQ.

1.7 Communications

All correspondence and contact by Registered Parties or Respondents (including their Team Members and Key Individuals) with INFRA in relation to this RFQ must be directly and only with the following individual (the "**Designated Representative**") designated by INFRA:

Vince Farmer
Project Director - ASAP II
ASAP II Project Office
Alberta Infrastructure
Main Floor, Infrastructure Building
6950 – 113 Street
Edmonton, Alberta, Canada
T6H 5V7
E-mail: vince.farmer@gov.ab.ca
Phone: (780) 644-2739
Fax: (780) 644-8402

Registered Parties who wish to ask questions regarding this RFQ (other than in the course of the information meeting contemplated by article 1.9, below) must submit them by a letter to the Designated Representative (which may be by e-mail attachment in PDF form).

INFRA may decline to respond to questions received less than 7 Business Days before the RFQ closing date indicated in article 1.4, above.

INFRA will, where in its assessment confidentiality is not an issue and its response to a particular question is likely to be of interest to other Registered Parties, distribute to all Registered Parties copies of questions and INFRA's responses or a written addendum to the RFQ to ensure that all Registered Parties base their Responses, should they submit Responses, on the same information.

1.8 No Lobbying

Interested parties, Registered Parties, Respondents and their Team Members and Key Individuals are strictly prohibited from engaging in any form of political or other lobbying whatsoever in relation to the ASAP II Project or with a view to influencing the outcome of this RFQ process. Failure to comply

with this provision may result in disqualification of that Consortium from the RFQ process or, if INFRA becomes aware of a breach of this article after the RFP has been issued, from the RFP process.

1.9 Information Meeting

INFRA intends to hold an information meeting with all interested parties as a group. The purpose of the information meeting will be to respond to questions and comments that interested parties may have regarding the RFQ and the ASAP II Project. The information meeting is scheduled to be held as follows:

Date: **Thursday, May 7, 2009** Time: 1:30 p.m. to 3:30 p.m. Alberta time

Location: Ramada Edmonton International Airport, 8340 Sparrow Crescent, Leduc, AB Canada

Attendance at this meeting is optional. However, all prospective Respondents including representatives of their Team Members are encouraged to attend.

Interested parties wishing to attend the information meeting are encouraged to confirm their intention before **Wednesday, May 6, 2009** to:

Bouvana Sai
ASAP II Project Office
Alberta Infrastructure
Main Floor, Infrastructure Building
6950 – 113 Street
Edmonton, Alberta, Canada
T6H 5V7
E-mail: bouvana.sai@gov.ab.ca
Phone: (780) 644-8400
Fax: (780) 644-8402

1.10 Available Information

All Registered Parties will be given access to a SharePoint Server site after registration with INFRA, which site will contain the following electronic information:

- Outline of custodial and M&R obligations (that being Appendix J to Schedule 18 (Technical Requirements) to the DBFM Agreement for the ASAP I Project); and
- Tables 3.2, 4.1, 4.2/5.2 and 5.1 in electronic Word format.

Additional information will be added to the SharePoint Server site if or when available, including:

- Site data sheets for each of the 10 school sites which may include:
 - legal land description;
 - legal survey;
 - site plan;
 - preliminary topographic survey;
 - preliminary geotechnical investigation;

- utility locations and sizing;
- Phase 1 Environmental Site Assessment;
- archaeological assessment; and
- site photographs.

The ASAP I Project DBFM Agreement and Schedules are located on Alberta Education's website at: <http://education.alberta.ca/department/ipr/p3project/asapi/dbfmcontract.aspx>.

INFRA's department website is located at <http://www.infrastructure.alberta.ca>. This website contains information on the general policies related to school buildings including design, construction and maintenance. The webpage is located under the "buildings & lands: schools" menu at: <http://www.infrastructure.alberta.ca/516.htm>

INFRA also maintains a web-based "Technical Resource Centre-Buildings". The Technical Resource Centre is located under the "technical resources: technical resource centre – buildings: supported infrastructure" menu at: <http://www.infrastructure.alberta.ca/505.htm>

INFRA's design and construction standards and guidelines for schools is located at: <http://www.infrastructure.alberta.ca/Content/docType387/Production/designconstruction.pdf>
This document may be accessed through both of the above noted webpages.

While the information accessible through the above noted websites has been provided in good faith, INFRA does not represent such information to be accurate, comprehensive or to have been independently verified. Neither INFRA nor any of its elected officials, officers, employees, agents, or advisors accept any liability or responsibility for the adequacy, accuracy or completeness of, or makes any representation or warranty, express or implied, with respect to the information accessible through the above noted websites. Any liability therefor is hereby expressly disclaimed.

1.11 No Liability

INFRA does not, by issuing this RFQ or by any communication or documentation made or provided in connection with this RFQ, incur any duty of care or contractual obligation to any interested party, Registered Party, Respondent, Team Member, Key Individual or other person, and expressly disclaims any liability or obligation to any interested party, Registered Party, Respondent, Team Member, Key Individual or other person in connection with this RFQ. Statements in this RFQ of INFRA's expectations in relation to the ASAP II Project, the RFQ Process, the ASAP II Project schedule and the RFP process are relied upon or acted upon by interested parties, Registered Parties, Respondents, Team Members, Key Individuals and other persons solely at their own risk.

INFRA may amend, suspend, postpone, cancel, or extend the closing of this RFQ or any future stage of the procurement of the ASAP II Project without incurring liability to any interested party, Registered Party, Respondent, Team Member, Key Individual or other persons.

1.12 *Defined Terms*

Defined terms used in this RFQ are defined as they are introduced and capitalized throughout. For convenience, a summary of defined terms is attached as Appendix “A”.

2 THE ASAP II PROJECT

2.1 Description of the ASAP II Project

INFRA intends (but see the disclaimer in article 1.11, above) that the ASAP II Project will comprise the design and construction of the following three new schools in Edmonton and seven new schools in the Calgary region. See Exhibit “A” to this RFQ for maps indicating the locations of the ASAP II Project schools described below.

| BLIMS BID* | School Board | Municipality | School Project Community | Approximate Address | Grade Structure | Core (Permanent Structure) Area - m2 | Total Number of Modulares | Build-Out Capacity of School |
|---------------|--------------|-------------------------------------|--|--------------------------------|-----------------|--------------------------------------|---------------------------|------------------------------|
| B6136A | CBE | Calgary | Coventry Hills Middle School | 12056 Coventry Hills Way NE | 5-9 | 6337 | 16 | 900 |
| B6133A | CBE | Calgary | Tuscany Middle School | 150 Tuscany WY NW | 5-9 | 6337 | 16 | 900 |
| B6132A | CBE | Calgary | Taradale Middle School | 750 Taradale DR NE | 5-9 | 6337 | 16 | 900 |
| B6134A | CBE | Calgary | Panorama Middle School | 405 Panatella BV NW | 5-9 | 6337 | 16 | 900 |
| B6140A | CSSDS | Calgary | Copperfield Elementary- Jr. High School | 855 Copperfield Blvd. | K-9 | 5817 | 16 | 900 |
| B6161A | EPSB | Edmonton | The Hamptons Elementary- Jr. High School | 121 Hemingway Road | K-9 | 5817 | 14 | 850 |
| B6135A | EPSB | Edmonton | Griesbach Elementary- Jr. High School | 320 Griesbach Road | K-9 | 4022 | 14 | 600 |
| B6162A | EPSB | Edmonton | Ellerslie Elementary- Jr. High School (Summerside) | Savaryn Drive and 88 street | K-9 | 5817 | 14 | 850 |
| B6137A | FSD | Okotoks | Westmount Elementary- Jr. High School | 240 Westland Street | K-9 | 5400 | 8 | 700 |
| B6128A | RVSD | M.D. of Rocky View No. 44 (Langdon) | Sarah Thompson Elementary School | 4 Street and Wenstrom Crescent | K-4 | 2704 | 12 | 450 |
| Totals | | | | | | 54925 | 142 | 7950 |

* Each of the ASAP II Project schools has been assigned a unique numeric identifier called a “**BID**” for use in the Province’s Building and Land Information Management System (BLIMS).

2.2 *Core School Concept*

In the recent past, INFRA has commissioned the design of several core schools. These designs provide consistent facilities that meet provincial school standards and guidelines and will support the Alberta curriculum. The designs can also be easily adapted to different sites across the province. The designs take into account the requirements for attaining LEED™ Silver Certification.

The ASAP II Project will use school designs for K-4, 5-9 and K-9 schools.

The ASAP II Project schools will have a permanent core building with all the essential elements of a school, including a gymnasium, library, administration offices, washrooms, classrooms and special teaching spaces for subjects such as music, art, science, and career and technology studies. High performance modular classrooms will be added to and removed from the core building as needed. These designs allow schools to grow or to reduce in size, responding to changes in student enrolment.

High performance modular classrooms will provide improved durability and will retain their shape after multiple moves. The new modular classrooms are constructed and shipped as complete 24-foot-wide units and placed on screw pile foundations. This means the classrooms do not have joint lines that can shift and misalign, protecting them from unwanted air and moisture penetration. The modular classrooms look like permanent classrooms on the inside, with painted drywall, drop ceilings and venting windows. Overall, the specifications of modular classrooms were aimed at improving the health and comfort of students and teachers. The modular classroom output specification takes into account the requirements for attaining LEED™ Silver Certification.

The table at article 2.1, above, sets out the anticipated number of modular classroom required for the ASAP II Project.

2.3 *Design and Construction*

The Successful Proponent will design and construct the ASAP II Project schools in accordance with the Technical Requirements of the DBFM Agreement and must comply with all applicable national, provincial and municipal laws, codes, standards, regulations and by-laws.

The DBFM Agreement will also include the supply and installation of the required modular classrooms. If required, the Successful Proponent shall remove modular classrooms and make good the building envelope and site upon notice from the Province during the Term of the DBFM Agreement. The DBFM Agreement will include provisions for payment to the DBFM contractor for this extra work (see article 2.5, below).

INFRA will be making applications for development permits (“**DPs**”) to the respective municipalities during the RFP process. However, the Successful Proponent will be responsible for any DP requirements that remain outstanding at the time of the execution of the DBFM Agreement.

2.4 *Maintenance and Renewal*

The Successful Proponent will be responsible for the Maintenance and Renewal (“**M&R**”) of the ASAP II Project schools. The Successful Proponent will perform M&R in compliance with the Technical Requirements of the DBFM Agreement and must comply with all applicable national, provincial and municipal laws, codes, standards, regulations and by-laws.

The school boards will be responsible for the supply and maintenance of the furniture and equipment required in the schools. They will also provide custodial services for each school. The scope of custodial services has been determined in consultation with the school boards and will consist of occupant support (those duties which support educational instruction activities), and cleaning (maintaining standard of cleanliness). Day-to-day monitoring of boilers and scheduling of heating and ventilation may be performed by the school boards. Following the Successful Proponent’s initial installation of each school’s information, communications and telecommunications (“**ICT**”) cabling, the school boards will be responsible for the maintenance, repair and replacement of all ICT cabling during the remainder of the Term of the DBFM Agreement and for all school board supplied furniture and equipment including but not limited to desks, chairs, shelving, bookcases, whiteboards, computers, books, supplies, and security equipment.

Additional information regarding the school board responsibilities for custodial services is available on the ASAP II Project SharePoint server site (see article 1.10).

2.5 *Financing and Payment*

The Successful Proponent will supply all necessary financing throughout the Term of the ASAP II Project.

INFRA anticipates providing funding for the ASAP II Project in an amount of approximately 50% of the Successful Proponent’s capital cost of the ASAP II Project. The Government of Alberta is currently considering the appropriate amount of this partial funding and the appropriate timing for payment of such partial funding. The final decisions on these points will be incorporated into the final draft of the DBFM Agreement issued to the Proponents prior to the RFP’s SR Package 3 Submission deadline as set out in the Project Schedule in article 2.9, below.

Payment to the Successful Proponent will be based on the ongoing accessibility of the ASAP II Project schools and on achieving the specified performance requirements throughout the Term of the DBFM Agreement.

The monthly amount payable will be the amount stated in the Preferred Proponent’s SR Package 3, as described in article 2.6, below. The Successful Proponents’ monthly payments will be comprised of two components, a capital payment component and an M&R payment component.

The capital payment component for capital costs of the ASAP II Project schools will be made in fixed monthly amounts. The capital payment component will not be index linked to account for inflation.

The M&R payment component will be index linked. All payments will be subject to payment adjustments should the ASAP II Project Schools become inaccessible (as will be defined in the DBFM Agreement) or should the Successful Proponent fail to achieve the specified performance requirements. Such payment adjustments will also be index linked. The M&R payment component will be adjusted for changes in the number of modular classrooms. Extra one-time payments will be made for the removal of modular classrooms or the addition of modular classrooms beyond those contemplated in the DBFM Agreement. Once removed, the Successful Proponent will no longer be responsible for the removed modular classroom and will no longer receive M&R payments for the removed modular classroom.

2.6 Procurement Process

The first stage of the procurement process for the ASAP II Project is this RFQ. INFRA intends to invite three Respondents (but reserves the right to invite fewer or more than three Respondents) to participate, as Proponents, in the second stage of the procurement process, the RFP.

During the RFP stage, INFRA intends to require Proponents to submit the following packages in stages:

- Submission Requirement (“SR”) Package 1 -
 - Proponent information including any changes to Consortium team membership (Refer to article 4.1); and
 - general management and communication plans.
- SR Package 2 –
 - detailed designs for the ASAP II Project schools;
 - detailed plans for design, construction (including but not limited to proposed construction schedule), commissioning, independent certification;
 - detailed plans for Maintenance, Renewal, site Maintenance/Renewal and condition monitoring and handback;
 - quality management, environmental management, and LEED™ certification plans;
 - plans for public communication, safety, collaboration and insurance;
 - confirmation of the financial capacity of the Proponents and their Team Members; and
 - indicative financial model.
- SR Package “2 B” –
Following SR Package 2 evaluation and clarification:
 - a restated and revised SR Package 2 incorporating all of the clarifications provided by Proponents in response to INFRA’s requests for clarification;
 - indicative financing plan; and
 - a letter from the Proponent stating that notwithstanding the contents of its SR Package “2 B”, the Proponent’s Successful Proponent will design and construct the ASAP II Project in compliance with the Technical Requirements, as defined in the DBFM Agreement.

SR Package “2 B” is intended as the consolidated technical RFP submission from Proponents. Portions of SR Package “2 B” will be incorporated into the DBFM Agreement.

- SR Package 3 –
 - final financial model, final financing plan and final financial offer.

SR Package 3 is intended as the consolidated financial RFP submission from Proponents. Portions of SR Package 3 will be incorporated into the DBFM Agreement.

INFRA also intends to invite, but not require, Proponents to participate in an optional innovation submission and feedback process. The optional innovation submission (“**Optional Innovation Submission**”) would include non-binding information regarding innovative solutions being considered and identify departures from the solutions presented in the Technical Requirements.

Proposed innovations that could require amendments to existing DP applications or could require altogether new DP applications to be made in relation to the ASAP II Project schools, thus creating schedule risk, will not be acceptable to INFRA.

If a Proponent does not intend to pursue its previously submitted innovation, that Proponent will not be required to adopt that innovation in its subsequent SR Packages.

Proponents will be afforded opportunities to engage in one-on-one technical and DBFM Agreement meetings with the ASAP II Project team.

The Proponent submitting a compliant proposal with the lowest net present value will be selected to proceed as the “**Preferred Proponent**”.

An honorarium for RFP proposal development costs of \$750,000.00 (CDN) will be paid to each of the unsuccessful Proponents who have submitted a compliant proposal to the RFP and agrees to transfer to the Province all intellectual property rights (including waiving of moral rights) contained within the Proponent’s proposal. The Successful Proponent will not be paid the honorarium.

2.7 Risk Allocation

The allocation of risk between the public and private parties is fundamental to the success of the ASAP II Project. INFRA has developed a risk allocation for the ASAP II Project which in its view is likely to meet INFRA’s objectives.

Key features of the risk allocation for the ASAP II Project include, but are not limited to:

- The Successful Proponent will be responsible for all elements of design, construction, required financing and M&R for the schools and for meeting the performance and hand-back requirements, except as otherwise explicitly specified;
- The Successful Proponent will be responsible for the supply and installation of prescribed modular classrooms;
- INFRA and the Successful Proponent will each assume certain risks of vandalism to the schools during the M&R period in a manner consistent with the manner contemplated in the ASAP I Project DBFM Agreement;

- INFRA will assume inflation risk (based on an index factor) on the payments associated with M&R;
- INFRA will assume the risk of improper performance of custodial services negatively impacting the M&R; and
- INFRA will assume the risk of changes in the Province's school specific standards.

The proposed risk allocation, including the key features outlined above, may be subject to change.

2.8 DBFM Agreement

A draft DBFM Agreement will be issued concurrently with the RFP. It will be based, in large measure, upon the agreement used by INFRA in the ASAP I Project. A copy of this agreement is available on the Alberta Education website (see article 1.10).

During the RFP process Proponents will be afforded opportunities to provide written comments on the draft DBFM Agreement and thereafter engage in individual meetings with the ASAP II Project team. The DBFM Agreement will be finalized prior to the submission of SR Package 3 (see ASAP II Project Schedule article 2.9 immediately below), and **will not** be negotiated further following selection of the Preferred Proponent.

2.9 ASAP II Project Schedule

INFRA intends (but see the disclaimer in article 1.11, above) to adhere to the following schedule:

RFQ

| | |
|--|-----------------------------|
| RFQ Information Meeting | May 7, 2009 |
| Financing Ideas Response deadline (see article 1.2, above) | May 21, 2009 |
| RFQ Response deadline (see article 1.4, above) | June 9, 2009 |
| Respondent meetings with the RFQ selection committee | June 25 and 26, 2009 |
| RFP Proponent selection announcement | June 30, 2009 |

RFP (The deadline dates for interim draft DBFM Agreement comments by Proponents and notification dates of SR results by INFRA will be set out in the RFP.)

| | |
|---|-------------------------------------|
| Issue RFP | June 30, 2009 |
| SR Package 1 Submission deadline | August 5, 2009 |
| Optional Innovation Submission deadline | August 27, 2009 |
| First technical meetings with Proponents (individually) | September 1, 2 and 3, 2009 |
| First DBFM Agreement meetings with Proponents (individually) | September 9, 10 and 11, 2009 |
| Second technical meetings with Proponents (individually) | October 14, 15 and 16, 2009 |
| Second DBFM Agreement meetings with Proponents (individually) | November 24, 25 and 26, 2009 |
| SR Package 2 Submission deadline | November 27, 2009 |
| Clarified SR Package "2 B" Submission deadline | January 26, 2010 |
| Issue final form of DBFM Agreement | January 29, 2010 |
| SR Package 3 Submission deadline | March 1, 2010 |
| Notification of Preferred Proponent | March 5, 2010 |
| DBFM Agreement signing (no later than) | April 30, 2010 |

2.10 Fairness Auditor

The Government of Alberta has retained a Fairness Auditor to oversee and report to the Government of Alberta upon the ASAP II Project RFQ and later the ASAP II Project RFP process.

Registered Parties may seek a fairness opinion from the Fairness Auditor on matters relating to the ASAP II Project RFQ process by sending to the Designated Representative, as set out in article 1.7, above, a package labeled with the Registered Party's name and with "Request for Fairness Opinion", which package will include a letter of request for a fairness opinion addressed to the Fairness Auditor Mr. R. B. (Dick) Innes, CA.

The Government of Alberta intends that the Fairness Auditor will respond to requests for fairness opinions on or before the fifth Business Day after receipt of the request by the Designated Representative by providing to the Designated Representative the requested fairness opinion. INFRA intends to issue fairness opinions and their corresponding requests to all Registered Parties. However, INFRA reserves the right to issue particular fairness opinions only to a particular Registered Party depending on whether the request is confidential, or not to issue a fairness opinion at all.

3 RFQ REQUIREMENTS

3.1 *Ineligibility*

Respondents must not include among their Team Members or Key Individuals any business entity or individual who through his/her employment or association (past or present) has had involvement with the ASAP II Project or projects related to the ASAP II Project including:

- any consultant retained by INFRA in relation to the ASAP II Project, including but not limited to consultants providing architectural, cost, technical performance specification writing, process, finance or financial capacity advice, namely:
 - A.D. Williams Engineering Inc.;
 - Barr- Ryder Architects & Interiors Designers;
 - CIBC World Markets;
 - Deloitte & Touche LLP;
 - Douglas Walters Landscape Architect Ltd;
 - Hemisphere Engineering;
 - KPMG LLP;
 - Protostatix Engineering Consultants Inc.;
 - Tech Cost Consultants Ltd.;
- R.B. Innes, the Fairness Auditor for the ASAP II Project;
- any member of the Legislative Assembly of Alberta, or any associated person (as set out in the *Conflicts of Interest Act* (Alberta));
- any former or current employee or representative of the involved school boards namely, CBE, CSSD, EPSB, FSD or RVSD (all as defined in article 1.1) who through his/her employment or association (past or present) has had involvement with the ASAP II Project or projects related to the ASAP II Project; or
- any former or current employee of the Province of Alberta, who through his/her employment (past or present) has had involvement with the ASAP II Project or projects related to the ASAP II Project;

or who is, or is associated with any party that is in any way likely to create a conflict of interest or a perception of conflict of interest.

If a Respondent considers that a particular relationship or association does not create a conflict of interest and will not create a perception of conflict of interest, but is concerned that INFRA could arrive at a different conclusion, the Respondent should fully disclose the circumstances to INFRA at the earliest possible date, and request that INFRA provide an advance interpretation as to whether the relationship or association will be likely to create a conflict of interest or a perception of conflict of interest.

Failure to comply with this provision may result in disqualification of your Consortium from the RFQ process or, if INFRA becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.2 Team Name and Lead Contact

A Respondent's Response must at the outset state a team name and an organization (the "**Contact Organization**") that will be the contact for all communications with INFRA regarding this RFQ, and an individual (the "**Contact Individual**") responsible for all such communications on behalf of that organization. INFRA shall be entitled to rely on any communication from the Contact Individual as having been duly authorized by the Contact Organization and as being duly given on behalf of the Respondent and its Team Members.

The following information must be provided for the Contact Individual:

- name;
- company name;
- title;
- address;
- phone number;
- fax number; and
- e-mail address.

Table 3.2 in the attached Appendix "B" must be completed and provided as part of the Respondent's Response.

A Respondent may change its Contact Organization only by providing notice from the previous Contact Organization. The Contact Organization may substitute a new Contact Individual only by a written notice to INFRA signed either by the previous Contact Individual or by an officer of the Contact Organization whose authority to do so is affirmed to the satisfaction of INFRA.

3.3 Confidentiality of Responses and the Collection of Personal Information

All records submitted in response to this RFQ may be subject to disclosure under the *Freedom of Information and Protection of Privacy Act* (Alberta) ("**FOIP**"). Except as otherwise expressly indicated by Respondents, Responses to this RFQ will be considered to have been submitted in confidence and will not be disclosed by INFRA or its consultants except as required by FOIP or any other law.

The Respondent must advise, and must ensure Team Members advise, Key Individuals that all personal information (as defined in FOIP) provided to INFRA in conjunction with the RFQ process is being collected for the purpose of evaluating the Respondent's Response, pursuant to the *Government Organization Act* (Alberta) and the terms of this RFQ. The Key Individuals must also be given the name and contact information of the Designated Representative who may answer any questions they may have. It is the Respondent's responsibility to obtain Key Individuals' authorization to include such personal information in the Response and authorization for INFRA to do reference checks.

Respondents must, if so requested by INFRA, supply evidence demonstrating that such authorizations have been properly obtained in accordance with this article.

Notwithstanding the foregoing, INFRA may release the identity of the Respondents, their Team Members and Key Individuals in relation to the ASAP II Project, as INFRA determines to be necessary.

3.4 *Publicity*

No press release shall be issued by any interested parties or Respondents or their Team Members or Key Individuals in relation to the ASAP II Project without first obtaining the prior written consent of INFRA. Breach of this provision may result in disqualification of your Consortium from the RFQ process or, if INFRA becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.5 *No Collusion*

Respondents must ensure that their participation in this RFQ is conducted without collusion or fraud on their part or any of their Team Members or Key Individuals. Respondents and their Team Members and Key Individuals shall not engage in discussions or other communications with any other Respondents or their Team Members and Key Individuals regarding the preparation or submission of their Responses. Breach of this provision may result in disqualification of your Consortium from the RFQ process or, if INFRA becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.6 *Material and Unacceptable Common Ownership*

INFRA reserves the right to investigate any situation where different Respondents are comprised of Team Members that share common owners, whether directly or indirectly (“Common Ownership”). Further, INFRA reserves the right to determine whether or not an instance of Common Ownership is material and therefore unacceptable to INFRA and whether one or more than one Respondent should be disqualified from participating as either a Respondent in the RFQ process or a Proponent in the RFP process as a result of an instance of Common Ownership.

If a Respondent considers that a particular instance of Common Ownership should not result in a Respondent being disqualified from participating in the ASAP II Project procurement (be it RFQ or RFP, as the case dictates), but is concerned that INFRA could arrive at a different conclusion, the Respondent should fully disclose all of the circumstances to INFRA at the earliest possible date. The Respondent may also request that INFRA provide an advance interpretation as to whether the particular instance of Common Ownership would result in one or more than one Respondent being disqualified from participating in the ASAP II Project procurement.

If INFRA determines a particular instance of Common Ownership to be material and therefore unacceptable, then INFRA may disqualify all but one of those Respondents involved in the instance of Common Ownership (the “Commonly-Owned Respondents”) from the RFQ process. If INFRA makes a similar determination after the ASAP II Project RFP has been issued, INFRA may disqualify all but

one of those Commonly-Owned Respondents, at that time Proponents, from the RFP process. INFRA may disqualify all the Commonly-Owned Respondents save and except for the Commonly-Owned Respondent with the highest evaluation score pursuant to article 8 (RFQ Evaluation). If there is a tie among the highest evaluation scores of two or more Commonly Owned Respondents, INFRA may determine which Commonly Owned Respondent to retain in the ASAP II Project procurement based upon a random draw among the Commonly-Owned Respondents with the tied highest evaluation scores.

Breach of this provision may result in disqualification of your Consortium from the RFQ process or, if INFRA becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

3.7 *Non-Conforming Responses*

If a Respondent's Response is not strictly in accordance with any provision of this RFQ ("**Non-Conformance**"), INFRA may, at its option:

- if in INFRA's opinion the Non-Conformance is immaterial, waive the Non-Conformance;
- if the Non-Conformance is an omission, INFRA may give the Respondent up to five Business Days to supply the omitted material; or
- if in INFRA's opinion the Non-Conformance is material, reject the Response as non-compliant.

3.8 *Expenses*

No honorarium or compensation will be offered by INFRA to any Respondent, Team Member or Key Individual in consideration of expenses incurred in responding to this RFQ.

4 YOUR TEAM

4.1 Team Members

General Information Required of Team Members

Please list the Team Members who constitute your Consortium and their roles by completing Table 4.1A in the attached Appendix “B”. You are required to present the members of the Consortium under the following four categories:

1. **Project Lead.** This consists of the Team Member or combination of Team Members that will direct and coordinate the activities of other Team Members. The Project Lead will be the directing mind and will of the Consortium;
2. **Design-Construction Team.** This consists of the Respondent’s Team Members who will be responsible for the design and construction of the ASAP II Project;
3. **Maintenance & Renewal (“M&R”) Team.** This consists of the Respondent’s Team Members who will be responsible for the M&R of the ASAP II Project; and
4. **Financing Team.** This consists of the Respondent’s Team Members who will be responsible for the financing and financial management of the ASAP II Project. The Financing Team is expected to include financial advisor(s) (internal or third party) and primary equity investor(s).

For each of the three functional teams (namely Design-Construction, M&R, and Financing Teams), you must identify a lead member (the “**Functional Lead**”) for each team. The Functional Lead Team Member shall be the Team Member responsible for the delivery of the work and the performance of the respective functional teams.

For each of the Key Individuals, please provide a résumé which includes, at a minimum, each Key Individual’s professional qualifications/designations, summary of education, and relevant experience.

Additionally, you are required to provide an organizational chart(s) showing the organization of the functional teams and the identified Team Members as it relates to the entire project. The organizational chart(s) should be sufficiently detailed to show internal relationships between Team Members.

At this RFQ stage, it is mandatory that you name the Project Lead and the Functional Lead Team Members. It is not mandatory to name other Team Members that will make up the entire Consortium. However, the extent to which the Consortium is fully formed will be a factor in the RFQ evaluation. You may name other Team Members in the RFQ Response. Where you anticipate that additional Team Members will be added to the Consortium following the short-listing of the Consortium as a Proponent, you should indicate in your response to article 6 (“Your Approach”) how and when you intend to add such Team Members.

A particular Team Member may be part of more than one of those functional teams, described above, and thus be listed in more than one Table.

Information on each Team Member named is required in Tables 4.1B to 4.1I in the attached Appendix “B”. Please fully complete these tables and include as part of your Response.

No Team Member is to be listed as part of your Consortium unless they have formally consented in writing to be so listed in your Response (which written consent must be produced if requested by INFRA).

Where prospective Team Members are under consideration but have not formally committed to being part of your Consortium, they are not to be mentioned in your Response unless:

- your Response expressly indicates that the prospective Team Member is under consideration but has not formally been accepted by your Consortium and/or have not formally committed to being part of your Consortium; and
- the prospective Team Member has consented in writing to being so mentioned in your Response (which written consent must be produced if requested by INFRA).

Default and Litigation Disclosure of Team Members

Identify if any Team Member is currently in default on any loan agreement or financing agreement with any bank, financial institution, or other entity. If so, specify date(s), details, circumstances, and prospects for resolution.

Provide details of any current or pending litigation, or claims filed, against any of the Team Members.

Financial Information Required of Team Members

For each of the Functional Lead Team Members, as well as for any Team Member who is part of the Project Lead but is not otherwise a Functional Lead Team Member, and/or for any proposed guarantors and equity providers, please provide in a SEPARATELY SEALED ENVELOPED marked “**CONFIDENTIAL FINANCIAL INFORMATION**” the following information:

- Audited financial statements and annual reports for each of the last three years;
- Interim financial statements for each fiscal quarter since the most recent year for which audited statements are provided;
- Credit rating information, if available;
- Bank letters of reference;
- Bonding capacity and letters of reference, if applicable;
- Details of any material events that may affect the entity’s financial standing since the last annual or interim financial statement provided; and
- Details of any bankruptcy, insolvency, company creditor arrangement or other insolvency litigation in the last three fiscal years.

The above information may be replaced with equivalent financial information satisfactory to INFRA to demonstrate that the Project Lead, Functional Lead Team Members and any proposed or anticipated provider of equity who may not otherwise be a Project Lead or Functional Lead Team Member have sufficient financial standing, capacity, and resources to carry out their respective roles on the ASAP II Project.

If, at any time following the submission of a Response, a Consortium becomes aware of a change to the financial information required by this article; that Consortium must immediately so advise INFRA, and indicate its proposed response to the change.

INFRA reserves the right to reevaluate the Consortium's financial capacity to successfully secure or provide financing for, design and construct and perform M&R for the ASAP II Project having regard to the magnitude of the ASAP II Project.

4.2 *Key Individuals*

Tell us about the Key Individuals who will be the lead for each Team Member by completing, at a minimum, Tables 4.2/5.2A, 4.2/5.2B, 4.2/5.2C, and 4.2/5.2D in the attached Appendix "B". As indicated by those Tables, Key Individuals must be separately listed for:

- your Project Lead;
- your Design-Construction team;
- your M&R team; and
- your Financing team.

A particular Key Individual may be part of more than one of those teams, and thus be listed in more than one Table.

For each Key Individual, indicate your best estimate of the probability that the Key Individual will be available as needed throughout the ASAP II Project. Where appropriate, identify a proposed back-up or replacement for any Key Individual, and include the same information as if that back-up or replacement were a Key Individual.

4.3 *Substitutions*

If, following submission of your Response, you become aware that any of your Team Members or Key Individuals will be unable or is likely to be unable to participate in your Consortium; you must immediately so advise INFRA, and indicate your proposed substitute Team Member or Key Individual. Failure to do so may result in disqualification of your Consortium from the RFQ process or, if INFRA becomes aware of your breach of this provision after the RFP has been issued, from the RFP process.

Upon receipt of notification of a requested substitution of a Team Member or Key Individual, it is at the sole discretion of INFRA to allow such a substitution. In making a determination regarding the acceptability of a proposed substitution, INFRA, without limiting the generality of its considerations, will consider whether or not a proposed substitution:

- Provides an unfair advantage to the Respondent; or
- Jeopardizes or delays the RFQ evaluation process.

All information required by this RFQ in respect of Team Members and Key Individuals must be provided to INFRA in respect of any proposed substitute Team Members or Key Individuals, as applicable.

5 YOUR EXPERIENCE

5.1 *Team Members' Project Experience*

Tell us about the experience of each Team Member that is pertinent to the ASAP II Project by completing, at a minimum, Tables 5.1A, 5.1B, 5.1C, and 5.1D in the attached Appendix "B". As indicated by those Tables, the experience of Team Members must be separately listed for each of the following Teams:

- your Project Lead;
- your Design-Construction team;
- your M&R team; and
- your Financing team.

The tables may include a maximum of 10 projects for each Team. Projects must include either the Team Member and/or Key Individual's experience. Please be sure to specify to whom a particular listed project is attributed.

Each Team Member should indicate its experience on at least 3 previous projects.

The Project Lead must indicate its past P3 experience and other relevant experience by completing Table 5.1A in the attached Appendix "B".

Where a Team Member is part of more than one of those teams, the pertinent experience of that Team Member must be listed in each applicable Table.

You should highlight your experience in schools and social infrastructure projects, as well as your experience in DBFM or other forms of private finance initiatives/public-private partnerships.

5.2 *Key Individuals' Experience*

Provide the experience of each Key Individual that is pertinent to the ASAP II Project by completing, at a minimum, Tables 4.2/5.2A, 4.2/5.2B, 4.2/5.2C, and 4.2/5.2D in the attached Appendix "B". As indicated by those Tables, the experience of Key Individuals must be separately listed for:

- your Project Lead;
- your Design-Construction team;
- your M&R team; and
- your Financing team.

Where a Key Individual is part of more than one of those teams, the pertinent experience of that Key Individual must be listed in each applicable Table.

You should highlight their experience in schools and social infrastructure projects, as well as their experience in DBFM or other forms of private finance initiatives/public-private partnerships. Each Key Individual should identify its experience on at least 3 previous projects.

6 YOUR APPROACH

6.1 *Project Lead*

Describe your approach for governing your Consortium through the RFP stage and during the design-construction phase of the ASAP II Project and beyond, having specific regard to:

- the role that the Project Lead will play in the organization, management and coordination of the Consortium including if applicable the Project Lead's role in managing the addition of Team Members to your Consortium, if your Consortium is short-listed as a Proponent;
- decision-making and issue resolution on behalf of the Consortium, both during the RFP stage and beyond;
- contractual relationships among Team Members;
- risk allocations among Team Members;
- the Project Lead's role, if any, in contributing equity and/or securing financing for the ASAP II Project;
- communications with media, the public, the applicable school boards, the school communities, the respective municipalities, and other stakeholders; and
- collaboration strategy for working with INFRA, Alberta Education and the school boards.

6.2 *Design-Construction Team*

Indicate the Functional Lead Design-Construction Team Member responsible for the overall design-construction. Additionally, provide any pertinent information regarding the intended organization, management and coordination of the Design-Construction Team.

Where the Design-Construction Team may not be fully formed, provide a clear plan that:

- demonstrates how the additional members of the team will be resourced;
- establishes the methodology for advertising, evaluating and selecting trade contractors and subcontractors; and
- describes your current relationships with the subcontracting community who may be well suited, in your opinion, to work on the ASAP II Project.

Describe the Design-Construction Team's approach for the design and construction of the ASAP II Project, having specific regard to:

- your approach to achieve LEED™ Silver Certification from Canada Green Building Council for each school including modular classrooms;
- your understanding of challenges and opportunities associated with providing design and construction services for design-build projects;
- your approach for implementing industry's "best practices" for:

- establishing and tracking project objectives;
- cost controls and tracking;
- change order management; and
- construction schedule control;
- your approach to quality management including:
 - your quality assurance program with respect to design and construction;
 - the process by which you evaluate the life cycle costs of systems and materials;
 - the process by which the level of quality of systems and materials will be maintained; and
 - total quality management for each phase, including commissioning;
- your approach to safety including:
 - the process by which you will anticipate, recognize and manage safety risks;
 - the safety resources that the Design-Construction Team's Team Lead provides for each of its project's safety programs; and
 - compliance with Certificate of Recognition (COR) requirements which are relevant to the applicable industry as issued by the Alberta Construction Safety Association or another certifying partner authorized to issue CORs by the Workplace Health and Safety and Employment Standards Compliance branch of Alberta Employment and Immigration or its successor branch or department of the provincial government of Alberta;
- your approach to the supply of modular classrooms;
- your approach to delivering the ASAP II Project schools on time including:
 - your approach to developing, maintaining and updating schedule during design and construction; and
- any specifically intended innovative approaches to design or construction.

6.3 M&R Team

Indicate the Functional Lead M&R Team Member responsible for the overall M&R. Additionally, provide any pertinent information regarding the intended organization, management and coordination of the M&R Team.

Where the M&R Team may not be fully formed, provide a clear plan that

- demonstrates how the additional members of the team will be resourced;
- establishes the methodology for advertising, evaluating and selecting trade contractors and subcontractors; and
- describes your current relationships with the subcontracting community who may be well suited, in your opinion, to work on the ASAP II Project.

Describe the M&R Team's approach for the M&R of the ASAP II Project, having specific regard to:

- your approach to Maintenance;
- your approach to Renewal;
- your approach to materials procurement;
- your approach to quality management including:
 - the process by which you evaluate the life cycle costs of systems and materials;
 - the process by which the level of quality of systems and materials will be maintained;
 - your quality control and quality assurance program with respect to changes in design and construction; and
 - your experience with the planning and coordination of energy conservation measures;
- your approach to environmental management;
- your approach to the supply or removal of modular classrooms to accommodate changing school enrolment;
- your approach to occupational health and safety and compliance with Certificate of Recognition (COR) requirements which are relevant to the applicable industry as issued by the Alberta Construction Safety Association or another certifying partner authorized to issue CORs by the Workplace Health and Safety and Employment Standards Compliance branch of Alberta Employment and Immigration or its successor branch or department of the provincial government of Alberta;
- your approach to performance management, monitoring and reporting with an emphasis on identifying your processes for periodically measuring performance with respect to M&R;
- your approach to relationship management with school board representatives, the public and school user groups; and
- any specifically intended innovative approaches to M&R.

6.4 *Financing Team*

Indicate the Functional Lead Financing Team Member responsible for the overall financing. Each Consortium should identify expected equity provider(s) as part of its Financing Team or otherwise provide evidence that it will be successful in obtaining the required equity. While the Financing Team may not be fully formed, the extent to which a Consortium is fully formed will be a factor in the RFQ evaluation.

Additionally, provide any pertinent information regarding the intended organization, management and coordination of the financing team.

Where the Financing Team may not be fully formed, provide a clear plan that

- demonstrates how the additional members of the team will be resourced;
- establishes the methodology for identifying, evaluating and selecting equity contributors or debt financing providers; and
- describes your current relationships with the financial community who may be well suited, in your opinion, to contribute equity or provide financing for the ASAP II Project.

Describe your approach for financing of the ASAP II Project, having specific regard to:

- the delivery of security that will be required to be lodged upon execution of the DBFM Agreement (see article 2.8 for information on a reference Agreement);
- your anticipated financing structure and rationale;
- your anticipated financing sources for debt and equity;
- any potential financing issues you anticipate encountering during the RFP period, your experience with and your plan for dealing with such issues;
- any specifically contemplated alternatives to your financing plan;
- securing a financing package for the ASAP II Project Term that allows the Respondent, if selected to be a Proponent, to submit a Proposal on a fixed price basis;
- identifying perceived potential challenges to obtaining financing and proposed responses to satisfactorily address such challenges; and
- any specifically contemplated innovative approaches to financing the ASAP II Project.

7 YOUR ADVANTAGE

7.1 *Why We Should Be Selected to Participate in the RFP Process*

Under the heading “Why We Should Be Selected to Participate in the RFP Process”, summarize in no more than five pages why the experience, organization, innovation or methodology of your Consortium gives you an advantage over other Respondents. In other words, why is your Consortium, if selected to participate in the RFP, more likely than other Respondents to:

- (a) engage in the procurement process through to final bids;
- (b) submit a highly competitive final bid that would achieve value for money for the ASAP II Project;
- (c) secure a competitive financing package in a timely manner; and
- (d) if selected as the Successful Proponent, design, build and maintain the schools effectively and efficiently, in a manner that is financially and environmentally sound, and that appropriately protects the health and safety of the students and other school users.

Respondents may wish to highlight any past successful experience of Team Members or Key Individuals participating together on similar projects in their Responses.

8 RFQ EVALUATION

8.1 Completeness and Compliance Check

Respondents' Responses will be checked for completeness and compliance prior to more detailed evaluation according to the Scoring Matrix as described in the article 8.2. The completeness and compliance check will be based on the following:

- Receipt of the complete Response on or before the time as set out in article 1.4, above;
- Complete information on the Contact Organization and Contact Individual according to Table 3.2;
- Completion of all required Tables [Tables 3.2 to Tables 5.1D]; and
- Submission of a separately sealed envelope containing Confidential Financial Information.

Responses that do not meet the above criteria may be rejected and may not be considered any further.

8.2 Scoring Matrix

Subject to article 8.3, below, INFRA intends to evaluate Respondents' Responses in accordance with the following scoring matrix:

| Evaluation Category | Weighting (%) |
|---|-------------------------|
| Project Lead <ul style="list-style-type: none">• Organization, Role and Plan• Team Members' Experience• Key Individuals' Experience | 25 10 10 5 |
| Design - Construction Team <ul style="list-style-type: none">• Organization. Approach and Plan• Team Members' Experience• Design Key Individuals' Experience• Construction Key Individuals' Experience | 25 10 5 5 5 |
| Maintenance and Renewal (M&R) Team <ul style="list-style-type: none">• Organization, Approach and Plan• Team Members' Experience• Key Individuals' Experience | 20 10 5 5 |
| Financing Team <ul style="list-style-type: none">• Organization, Approach and Plan• Team Members' Experience• Key Individuals' Experience | 25 15 5 5 |
| Your Advantage | 5 |
| Total | 100 |

8.3 *Risk Assessment of Respondents*

In addition to the scoring matrix in article 8.2, Respondents will be evaluated on a risk basis based on INFRA's assessment of the Consortium's financial capacity of the Functional Leads, Project Lead, proposed equity providers or guarantor, and the Consortium as a whole to successfully deliver the ASAP II Project, having regard to the magnitude of the ASAP II Project. INFRA intends to shortlist only those Respondents who in INFRA's opinion provide an acceptable level of risk on an individual Team Member and overall Consortium basis.

8.4 *Basis of Evaluation*

Respondents will be evaluated primarily on the basis of their Responses, including any additional clarifications or information supplied pursuant to requests from INFRA under article 8.5, below. In addition, INFRA may consider information received from any source that INFRA considers reliable, including but not limited to:

- research to validate information supplied by Respondents; and
- banking and reference checks (to which banking and reference checks Respondents and their Team Members and their Key Individuals shall be deemed to have consented by the Respondent delivering its Response to INFRA).

8.5 *Clarifications and Interviews*

If requested by INFRA to provide clarification or additional information in relation to a Response to this RFQ, a Respondent must provide such clarification or additional information within the time specified by INFRA.

If requested by INFRA a Respondent must, at the time and location specified by INFRA, meet with representatives of the ASAP II Project team or the RFQ selection committee to provide explanation or clarification of its Response to this RFQ (see article 2.9 ASAP II Project Schedule).

8.6 *Debriefing*

Following completion of the evaluation process and announcement of the Respondents short-listed as Proponents for participation in the RFP, INFRA will, upon request, conduct individual debriefing sessions to provide information to individual unsuccessful Respondents regarding how their Responses were evaluated and scored on a without prejudice basis.

APPENDIX “A”
(article 1.12 – Defined Terms)

“**ASAP II Project**” means the three new schools in Edmonton and seven new schools in the Calgary region as described in article 2.1;

“**Business Day**” means a day other than a Saturday, Sunday or statutory holiday in Alberta;

“**Consortium**” means a team of private sector participants;

“**Contact Individual**” has the meaning as set out in article 3.2;

“**Contact Organization**” has the meaning as set out in article 3.2;

“**DBFM**” means design, build, finance and Maintenance and Renewal;

“**Designated Representative**” means the individual on behalf of INFRA set out in article 1.7;

“**FOIP**” means *Freedom of Information and Protection of Privacy Act* (Alberta);

“**Functional Lead**” has the meaning as set out in article 4.1;

“**INFRA**” means Her Majesty the Queen in right of Alberta, as represented by the Minister of Infrastructure;

“**Key Individuals**” means the individuals that will play a lead role on behalf of a particular Team Member;

“**Maintenance**” means the upkeep, repair and replacement of all building components of all the schools of the ASAP II Project;

“**Maintenance and Renewal**” or “**M&R**” means collectively the upkeep, repair and replacement of all building components and the life-cycle replacement of major building components and site rehabilitation of all the schools of the ASAP II Project;

“**Optional Innovation Submission**” as described in article 2.6;

“**Preferred Proponent**” means the Proponent, which may be selected by INFRA, submitting a compliant bid to the RFP whose bid is a payment stream having the lowest net present value over the Term as determined by INFRA;

“**Proponents**” means the Respondents short-listed to participate in the RFP;

“**Registered Parties**” means interested parties registered with INFRA pursuant to article 1.4;

“Renewal” means the life-cycle replacement of major building components and site rehabilitation of all the schools of the ASAP II Project;

“Respondents” means Consortia responding to the RFQ;

“Response” means all of the information submitted by a Respondent in response to the RFQ;

“RFP” means Request for Proposals;

“RFQ” means this Request for Qualifications;

“Submission Requirement” or **“SR”** means those requirements specified in the ASAP II RFP;

“Successful Proponent” means the legal entity, as selected by the Preferred Proponent, and as approved in advance and in writing by the Province acting reasonably, that will enter into the DBFM Agreement;

“Team Members” means the key business entities forming a particular Respondent;

“Term” means the design-construction phase and the 30-year period thereafter.

APPENDIX “B”

1. Table 3.2: Contact Organization and Contact Individual.
2. Table 4.1A: Team Members.
3. Table 4.1 B: Project Lead Team Member Name and Role.
4. Table 4.1C: Project Lead Team Member Legal Status.
5. Table 4.1D: Design-Construction Team Members Name and Role.
6. Table 4.1E: Design-Construction Team Member Legal Status.
7. Table 4.1F: M&R Team Name and Role.
8. Table 4.1G: M&R Team Member Legal Status.
9. Table 4.1H: Financing Team Member Name and Role.
10. Table 4.1I: Financing Team Member Legal Status.
11. Table 4.2 / 5.2A: Project Lead Team Key Individuals.
12. Table 4.2 / 5.2 B: Design-Construction Team Key Individuals.
13. Table 4.2 / 5.2C: M&R Team Key Individuals.
14. Table 4.2 / 5.2D: Financing Team Key Individuals.
15. Table 5.1A: Project Lead Team Member P3 or Other Relevant Project Experience.
16. Table 5.1B: Design-Construction Team Member Experience.
17. Table 5.1C: M&R Team Member Experience.
18. Table 5.1D: Financing Team Member Experience.

Table 3.2 - Contact Organization and Contact Individual

| | |
|--|--|
| Name of Respondent | |
| Contact Organization Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Contact Organization Telephone Number | |
| Contact Organization Fax Number | |
| Contact Organization E-mail Address | |
| Contact Organization Web-site Address | |
| Name of Contact Individual | |
| Title | |
| Company | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |

Table 4.1A - Team Members

| Team Member Category | Team Member (Company/Firm Name) | Indicate if Functional Lead | Primary Role and Responsibility | Lead Key Individuals (Name and Title) |
|-----------------------------|--|------------------------------------|--|--|
| Project Lead | | N/A | | |
| • | | N/A | | |
| • | | N/A | | |
| Design-Construction | | | | |
| • | | | | |
| • | | | | |
| M&R | | | | |
| • | | | | |
| • | | | | |
| Financing | | | | |
| • | | | | |
| • | | | | |

Table 4.1B – Project Lead Team Member Name and Role

| | |
|--|--|
| Name | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |
| Web-site Address | |
| Lead Key Individual | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |
| Role and Responsibility of Team Member in Project Lead Team | |

Table 4.1C – Project Lead Team Member Legal Status Design-Construction Team Member Legal Status**Project Lead Team Member:** _____

| | |
|--|--|
| Type of Entity (corporation, partnership, joint venture, etc.) | |
| Legal Name | |
| Jurisdiction of Incorporation / Registration | |
| Registration No. | |
| Year of Incorporation / Registration | |
| Registered Address | |
| Current Trading/Business Name | |
| | |
| For Privately Held Corporation provide Director list | |
| For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies) | |

Table 4.1D – Design-Construction Team Member Name and Role

| | |
|---|--|
| Name | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |
| Web-site Address | |
| Lead Key Individual | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |
| Role and Responsibility of Team Member in Design-Construction Team | |

Table 4.1E – Design-Construction Team Member Legal Status

Design-Construction Team Member _____

| | |
|--|--|
| Type of Entity (corporation, partnership, joint venture, etc.) | |
| Legal Name | |
| Jurisdiction of Incorporation / Registration | |
| Registration No. | |
| Year of Incorporation / Registration | |
| Registered Address | |
| Current Trading/Business Name | |
| | |
| For Privately Held Corporation provide Director list | |
| For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies) | |

Table 4.1F – M&R Team Name and Role

| | | |
|---|--|--|
| Name | | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: | |
| Telephone Number | | |
| Fax Number | | |
| E-mail Address | | |
| Web-site Address | | |
| Lead Key Individual | | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: | |
| Telephone Number | | |
| Fax Number | | |
| E-mail Address | | |
| Role and Responsibility of Team Member in M&R Team | | |

Table 4.1G - M&R Team Member Legal Status

M&R Team Member: _____

| | |
|--|--|
| Type of Entity (corporation, partnership, joint venture, etc.) | |
| Legal Name | |
| Jurisdiction of Incorporation / Registration | |
| Registration No. | |
| Year of Incorporation / Registration | |
| Registered Address | |
| Current Trading/Business Name | |
| | |
| For Privately Held Corporation provide Director list | |
| For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies) | |

Table 4.1H – Financing Team Member Name and Role

| | |
|---|--|
| Name | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |
| Web-site Address | |
| Lead Key Individual | |
| Mailing Address | Address: City: Province/State: Country: Postal Code: |
| Telephone Number | |
| Fax Number | |
| E-mail Address | |
| Role and Responsibility of Team Member in Financing Team | |

Table 4.1I – Financing Team Member Legal Status**Financing Team Member:**

| | | |
|--|--|--|
| Type of Entity (corporation, partnership, joint venture, etc.) | | |
| Legal Name | | |
| Jurisdiction of Incorporation / Registration | | |
| Registration No. | | |
| Year of Incorporation / Registration | | |
| Registered Address | | |
| Current Trading/Business Name | | |
| | | |
| For Privately Held Corporation provide Director list | | |
| For Subsidiary Corporation provide name of Parent Company(ies)/Holding Company(ies) | | |

Table 4.2/5.2A – Project Lead Key Individuals

| Key Individual Name | Employing Team Member | Key Individual Role in Project | Key Individual Years of Experience | Selected Past Project Name and Description | Role of Key Individual on Past Project | Past Project Total Capital Cost and Term of Project in Years | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) |
|----------------------------|------------------------------|---------------------------------------|---|---|---|---|--|
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Table 4.2/5.2B – Design-Construction Team Key Individuals

| Key Individual Name | Employing Design-Construction Team Member | Key Individual Role in Project | Key Individual Years of Related Experience | Selected Past Project Name and Description Please indicate nature of project (e.g. P3, design-build, design-bid-build) | Role of Key Individual on Past Project | Past Project Total Capital Cost and Term of Project in Years | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) |
|----------------------------|--|---------------------------------------|---|---|---|---|--|
| | | | | | | | |
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Table 4.2/5.2C – M&R Team Key Individuals

| Key Individual Name | Employing M&R Team Member | Key Individual Role in Project | Key Individual Years of Related Experience | Selected Past Project Name and Description Please indicate nature of project (e.g. P3, property management) | Role of Key Individual on Past Project | Past Project Average Annual M&R Value and Term of M&R Project in Years | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) |
|----------------------------|--------------------------------------|---------------------------------------|---|--|---|---|--|
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Table 4.2/5.2D – Financing Team Key Individuals

| Key Individual | Employing Financing Team Member | Key Individual Role in Project | Key Individual Years of Related Experience | Selected Past Project Name and Description | Type and Amount of Financing Raised (including capital structure, sources of financing and key features of financing) | Role of Key Individual on Past Project | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) |
|-----------------------|--|---|---|---|--|---|--|
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Table 5.1A – Project Lead Team Member P3 or Other Relevant Project Experience**Project Lead Team Member:** _____

| Past P3 or Relevant Project Name/Description | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) | Project Lead Team Member Role on Past P3 or Other Relevant Project | Past Project Total Capital Cost (whether P3 or Relevant Project) and Term of Project in Years | Date of Financial Close and Construction Completion for Past P3 or Relevant Project |
|---|--|---|--|--|
| P3 Projects with financial close within past two years: | | | | |
| | | | | |
| | | | | |
| Other P3 Projects: | | | | |
| | | | | |
| Other Relevant Projects | | | | |
| | | | | |

Table 5.1B – Design-Construction Team Member Experience**Design-Construction Team Member:** _____

| Past Project Name/Description Please indicate nature of project (e.g. P3, design-build, design-bid-build) | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) | Design-Construction Team Member Role on Past Project | Past Project Total Capital Cost and Term of Project in Years | Was Team Member the Design-Construction Lead of the Past Project? |
|---|---|---|---|--|
| Projects within past two years: | | | | |
| | | | | |
| | | | | |
| Other projects: | | | | |
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Table 5.1C – M&R Team Member Experience

M&R Team Member: _____

| Past Project Name / Description Please indicate nature of project (e.g. P3, property management) | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) | M&R Team Member Role on Past Project | Past Project Average Annual M&R Value and Term of M&R Project in Years | Was Team Member the M&R Lead of the Past Project? |
|--|--|---|---|--|
| Projects within past two years: | | | | |
| | | | | |
| | | | | |
| Other projects: | | | | |
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Table 5.1D –Financing Team Member Experience**Financing Team Member:** _____

| Past Project Name and Description | Client Reference (Client Name, Contact name, Phone number, Fax, E-mail) | Type and Amount of Financing Raised (include capital structure, sources of financing and key features of financing.) | Date of Financial Close | Role of Team Member on Past Project | Was Team Member the Financing Lead of the Past Project? |
|--|--|---|--------------------------------|--|--|
| Projects within past two years: | | | | | |
| | | | | | |
| | | | | | |
| Other projects: | | | | | |
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Exhibit “A”
(article 1.1 and 2.1– School sites, Page 1 of 2)

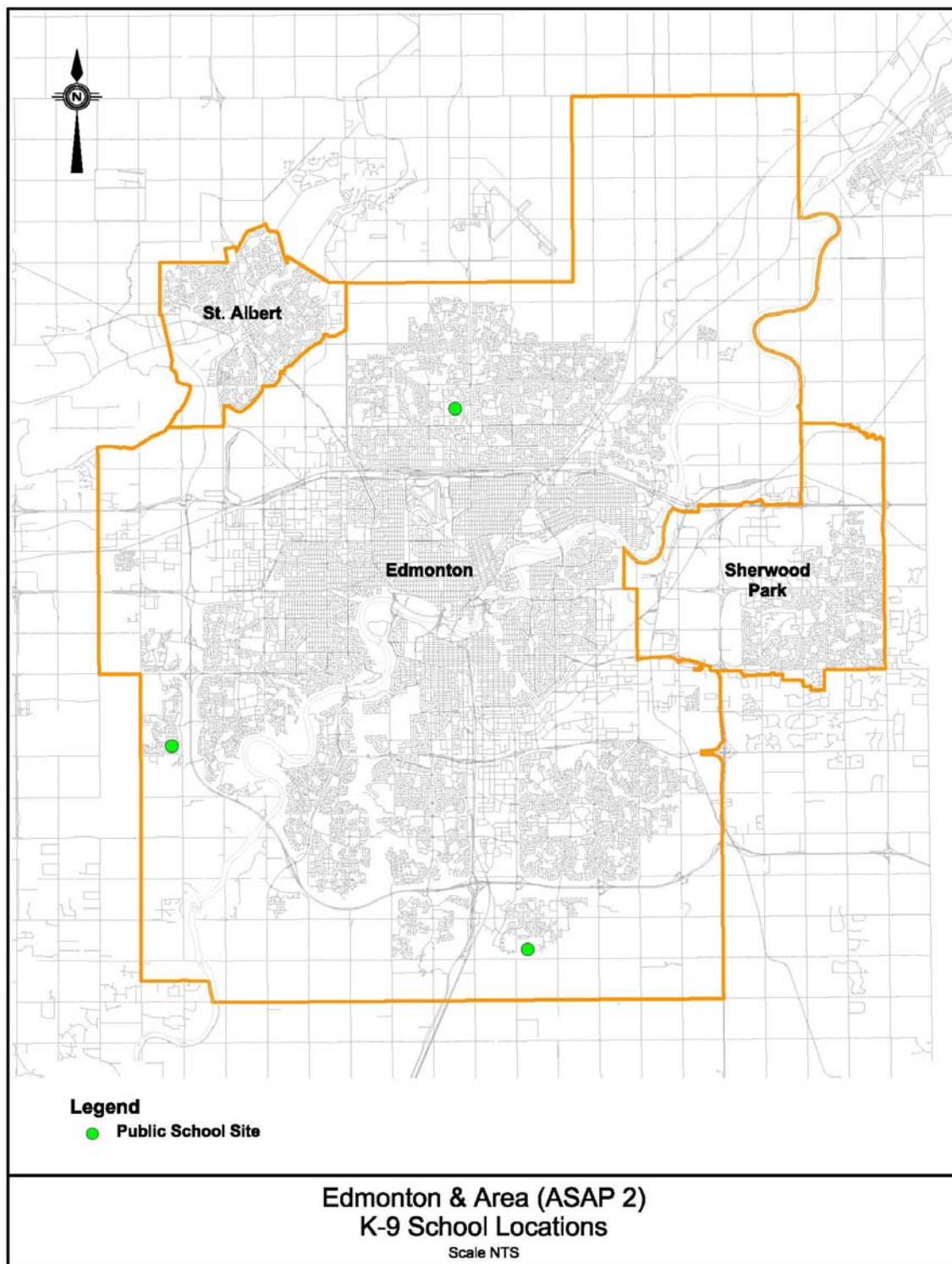


Exhibit “A”
(article 1.1 and 2.1– School sites, Page 2 of 2)

